

March 25, 2022

Frontier Management Inc.

Shoichiro Onishi, Co-President

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The corporate governance of Frontier Management Inc. (the “Company”) is described below;

I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Basic Information

1. Basic Views

The Company believes that it is extremely important to promote the management efficiency by speeding up decision-making as well as risk management in order to continuously increase our corporate value.

The Company has adopted a Board of Directors system and an Audit & Supervisory Board system, and has monitored management risks through the Board of Directors and Audit & Supervisory Board Members' audits.

The Company has ensured thorough compliance and strengthen self-cleansing capabilities through audits by the Internal Audit Office.

The Company has ensured the effectiveness of our corporate governance and further enhance our business management organization in the Group.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

The Company is continually implementing initiatives to strengthen corporate governance, and have determined that the Company has satisfied all the principles (not including content for the prime market) of the Corporate Governance Code, which was revised in June 2021.

[Disclosure Based on the Principles of the Corporate Governance Code]

[Principle 1-4] (Holding Policy and Voting Standards for Strategic Shareholdings)

The Company owns no listed shares as strategic shareholdings.

In the future, if the Company decides to hold listed shares for the purpose of strategic holding, the Company will examine the contribution to the Company's corporate value from a medium-to long-term perspectives. The Company plans to disclose the details of the verification in a timely manner for shareholders' benefits. In addition, the Company plans to stipulate specific criteria for the exercise of voting rights related to strategic shareholdings from the Company's corporate value perspective, and to disclose in an appropriate manner for shareholders' interests.

[Principle 1-7] (Procedures and Monitoring System for Transactions between Related Parties)

When the Company engages in transactions (including conflict of interest transactions) with related parties such

as our executives and principal shareholders, the Company takes care not to cause such transactions to harm the common interests of the Company and shareholders. The Company also reports to the Board of Directors in order to implement legal procedures.

[Supplementary Principle 2-4①] (Ensuring Diversity by Promoting Female, Foreigners and Mid-Career Hires to Management Positions)

(1) Approach to Ensuring Diversity

To capture diversifying customer needs and continue to establish a position as a company that pioneers the clients' future together with expertise and diverse solutions, the Company is developing work environment and acquire management skills that maximize the characteristics and abilities of core human resources while securing human resources with diverse attributes, sensibilities and values, such as women, foreigners, and mid-career hires with various occupational backgrounds.

(2) Voluntary and measurable targets and circumstances for ensuring diversity

<Promotion of Female Managers>

The Company currently has 58 women (21.4%) among 271 employees and 3 women (3.4%) among 87 managers. The Company believes that promoting diversity, including promoting the active participation of women, is an important measure in ensuring our sustainable growth.

The Company will create the environment in which women can thrive and will support the autonomous growth of employees while increasing the number of female employees involved in management decision-making in the future.

<Target> Target 1: Increase the percentage of female workers in the workforce to 30% or more.

Target 2: Increase the percentage of female workers in managerial positions to 15% or more.

<Promoting foreigners to management positions>

The Company has been continuously recruiting foreign nationals, and now the Company has 12 employees, 4 of whom are active in management positions.

At present, we have not set a target for the ratio of foreign managers. However, we will continue to recruit foreign personnel and promote them to management positions in order to expand our business domains by acquiring cross-border projects, create new businesses, and secure a competitive advantage.

<Promotion of mid-career recruits to managerial positions>

Currently, our managers are occupied by mid-career recruits.

We will continue to actively recruit mid-career employees and develop them based on our policy of securing management personnel, professional personnel, and strengthening the diversity of women and foreign nationals, etc.

(3) Human Resource Development Policy and Internal Environmental Improvement Policy for Securing Diversity and Status

We recruit by job category and provide an environment that maximizes the abilities of individual employees.

In addition, we support multifaceted career development by utilizing a system in which employees can change jobs to other occupations if they wish to do so.

With regard to improving the internal environment, we are promoting work style reforms and creating work environment for a diverse range of human resources through appropriate management of working hours and restrictions, revision of the personnel system, further enhancement of welfare programs, and thorough harassment education.

[Principle 2-6] (Roles of Corporate Pension Funds as Asset Owners)

The Company has no defined benefit pension plan but has a defined contribution pension plan. As a result, the Company has not been / will not be involved in the investment in corporate pensions as an asset owner.

[Principle 3-1] (Full Disclosure)

(i) Company Objectives (e.g., business principles), Management Strategy and Corporate Planning

Please refer to our website.

(ii) Basic Views and Guidelines on Corporate Governance

Please refer to our website.

(iii) Policies and Procedures in Determining Remuneration of Directors

When determining director remuneration, in order to increase transparency and fairness, based on the policy described in II 1, the Nomination and Remuneration Advisory Committee deliberates the draft individual remuneration for each director, and reports to the Board of Directors. The Board of Directors deliberates on the draft resolved and resolves individual remuneration for each director.

(iv) Policies and Procedures in Appointment of Director Candidates

Please refer to Supplementary Principle 4-11①.

(v) Explanation of Appointment of Director Candidates

When nominating candidates for directors and Audit & Supervisory Board Members, the reason for the appointment shall be disclosed in the convocation notice of the general meeting of shareholders.

[Supplementary Principle 3-1③] (Company's Efforts on Sustainability)

(1) The company's sustainability initiatives

Sustainability for us is based on our Management Philosophy and the Code of Conduct of the Frontier Management Group. We believe that ① contributing to the interests of our clients by increasing corporate value, ② contributing to the interests of shareholders, managers, employees, business partners, customers, creditors, and other stakeholders by providing balanced solutions, and ③ contributing to a sustainable society and the environment by improving the value (goods and services) provided by client companies, in turn, leads to sustainable growth and increased corporate value for us.

In particular, our Corporate Value Strategy Department provides clients with solutions such as ESG due diligence, creating new businesses with a SDGs starting point, carbon neutral due diligence, and TCFD response-related benchmarking studies. In this way, we are advancing initiatives related to sustainability issues, including social and environmental issues.

Please refer to "Chapter 5 Sustainability" in the "FY2021-2023 Medium-Term Management Plan" for details on the Group's ESG and SDGs initiatives.

https://www.frontier-mgmt.com/wp-content/uploads/2021/02/20210209_03EN.pdf

(2) Investments in human capital and intellectual property

Under the FY2021-2023 Medium-Term Management Plan, we are aiming to "become a Japan's leading consulting firm," and are improving systems and environments to ensure that each employee has confidence and pride, and realizes the own goals.

Regarding investment in human capital, we are continuing the proactive recruitment (350 employees at the end of fiscal 2023 by a net increase in the number of approximately 40 employees per year) and are making efforts to secure diversity by promoting core human resources, as described in [Supplemental Principle 2-4①] as an important strategy in order to build a support system for a wide range of industries.

In addition, our professionals, who provide a various management support services to clients, consist of Legal Counsel, Certified Public Accountant, and Certified Tax Accountant, as well as management consultants, industrial analysts, and persons from investment banks, operating companies and other backgrounds.

Building such a human resource portfolio enables us to provide clients with various solutions. Therefore, our investment in human capital is an intellectual property, and we are allocating management resources in line with our management strategies and issues.

[Supplementary Principle 4-1①] (Scope of Delegation to Management)

Matters to be decided by the Board of Directors are specified in the "Rules of the Board of Directors". Matters delegated to the management team are specified in the Rules of Administrative Authority and the Rules of Executive Officers.

[Principle 4-9] (Independence Criteria for Appointment of Independent External Directors)

The Board of Directors has stipulated the Guidelines for Composition of the Board of Directors and the

Appointment of Directors Candidates”. These internal guidelines specify the following standards for appointment of independent external directors.

The Board of Directors and the Nomination and Remuneration Advisory Committee shall determine that such external directors are independent if the external directors do not apply any of the following matters.

- (1) In case a relative within the second degree of kinship to such external director is or was in office as a director, executive officer, department manager, or other important employee of the Company or any Subsidiary of the Company at present or in a past year.
- (2) In case such external director serves currently as a director, executive officer or employee in any company which receives payment from the Company or pays the Company for the products or services, and the amount exceeds 10% of such company’s consolidated sales in one of the past 3 business years.
- (3) In case such external director receives a remuneration (excluding remuneration as a director of the Company) directly in excess of JPY 10 Mil. from the Company as a legal, accounting or tax specialist, consultant, or advisor in any of the past 3 fiscal years.

[Supplementary Principle 4-11①] (Policies and Procedures for Appointment of Directors)

The Board of Directors is composed of directors with diverse backgrounds considering the knowledge and experience required of directors in light of our medium-to long-term management direction and business strategy. The Board of Directors maintains an appropriate size to enable the Board of Directors to effectively fulfill its functions.

The Board of Directors consults with the Nomination and Remuneration Advisory Committee with respect to director candidates, and subsequently deliberates on draft decisions made by the Committee and appoints director candidates. In doing so, the Board of Directors and the Nominating and Remuneration Advisory Committee appoint candidates in accordance with the following policies stipulated by the Board of Directors' Internal Rules: Composition of the Board of Directors and Policy on Appointment of Nominees for Directors.

<Composition of the Board of Directors and Policy on Appointment of Nominees for Directors (excerpt)>

The Board of Directors and the Nomination and Remuneration Advisory Committee shall consider the following matters in deciding the director candidates.

- (1) The director candidate shall be a person with excellent personality and insight.
- (2) The director candidate (excluding external directors) has an excellent track record in the Company’s business both inside and external the company.
- (3) The external director candidate shall have expertise or practical experience such as management, economic, financial, accounting, finance, tax, legal, risk, IT, engineering, government, and fulfill the criteria for independence set forth in the following paragraph.

Currently, our Board of Directors is composed of 5 members, including 2 external directors, and 1 of the 2 external directors is a woman.

<Our Director Skills Matrix>

Name	Shoichiro Onishi	Masahiro Matsuoka	Tadaaki Komori	Kazuhito Osugi	Keiko Unotoro
Title	Representative director	Representative director	Director	Director (External / Independent)	Director (External / Independent)
Corporate management	•	•			
Economy		•		•	•
Financial accounting			•	•	
Finance and investment	•	•	•	•	
Legal, risk management	•				•
Sales and marketing	•	•	•		
Global		•	•	•	
Environment and society	•				•

[Supplementary Principle 4-11②] (Status of the Concurrent Position of Directors at Another Listed Company)

The status of directors and Audit & Supervisory Board Members, as well as the important concurrent positions of the candidates, is disclosed at convocation notice of the General Meeting of Shareholders and in the Annual Securities Report.

[Supplementary Principle 4-11③] (Analysis and Evaluation of the Effectiveness of the Board of Directors as a Whole)

Please refer to the Company's website.

[Supplementary Principle 4-14②] (Training Policies for Directors and Audit & Supervisory Board Members)

The Company has stipulated the Executive Training Guidelines, which are internal rules of the Board of Directors, with respect to the policy of training directors and Audit & Supervisory Board Members. These internal rules generally specify the following as a training policy.

- Directors shall attend external as necessary seminars and deepen their insight into the duties and responsibilities of directors. Expenses shall be paid by the Company.
- The Company shall set up meetings between directors and executives officers to deepen the knowledge of the industry and the Company.

[Principle 5-1] (Policies for Constructive Dialogue with Shareholders)

(Basic views)

The Company believes that it is important to engage in constructive dialogue with shareholders and investors in order to increase corporate value over the medium- to long- term, and gain the understandings with respect to our management policies in which the Company appropriately reflects.

(Supervisor)

The Company appoints the director in charge of the Company Strategy Division or the person appointed by such director as the person in charge of investor relations, in order to realize constructive dialogue with shareholders and investors.

(Initiative division)

Company Strategy Division is in charge of IR, and works as the centered position to arrange the relationship with other divisions.

(Dialogue methods)

General meetings of shareholders, financial reports, group meetings and individual meetings for institutional investors.

(Feedback methods)

Company Strategy Division coordinates the shareholders opinions and provides appropriate feedback to the Co-Presidents or the Board of Directors meeting.

(Insider information management policies)

The Company appropriately manages insider information in accordance with the “Internal Information Management Rules”.

2.Capital Structure

Percentage of Foreign Shareholders	Less than 10%
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[Status of Major Shareholders]

Corporate Governance Report

Name or denomination	Number of Shares Owned	Percentage (%)
Shoichiro Onishi	2,160,336	18.96
Mosahiro Matsuoka	2,160,336	18.96
Custody Bank of Japan, Ltd. (Trust Account)	699,000	6.14
The Master Trust Bank of Japan, Ltd. (Trust Account)	683,500	6.00
Masaya Yajima	614,880	5.40
Ueda Yagi Tanshi Co., Ltd.	275,500	2.42
Tomohiro Murata	265,880	2.33
Mitsubishi UFJ Morgan Stanley Securitie	208,500	1.83
The Nomura Trust and Banking Co., Ltd. (Investment Trust Account)	182,700	1.60
Toshiyuki Mitsuzawa	161,000	1.41

Controlling Shareholder (Except for Parent Company)	-----
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Parent Company	None
Listed exchanges of the parent company	-----

Supplementary explanation

The change report published on March 17, 2021 states that Sparks Asset Management Co., Ltd. owned shares as of March 15, 2021. However, the Company has not confirmed the number of shares as of J December 31, 2021. It is not included in the above list.

In addition, the large shareholding report published on November 19, 2020 states that Sumitomo Mitsui Trust Asset Management Co., Ltd. and Nikko Asset Management Co., Ltd. jointly owned shares as of November 13, 2020. However, the Company has not confirmed the number of shares as of December 31, 2021. It is not included in the above list.

3. Corporate Profile

Listed Stock Market and Market Section	Tokyo First Section First Section
Fiscal Year-End	December
Category of Industry	Service industry
Number of Employees (Consolidated) as of the	100 to less than 500

Corporate Governance Report

End of the Previous Fiscal Year	
Net Sales (Consolidated) for the Previous Fiscal Year	Less than JPY10,000,000,000
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Less than 10

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholders

5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

None

II. Business Management Organization and Other Corporate Governance Systems Regarding

Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Structure of Organization	Company with Audit & Supervisory Board
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	7
Term of Office Stipulated in Articles of Incorporation	2 years
Chairperson of the Board	President
Number of Directors	5
Appointment of External Directors	Appointed
Number of External Directors	2
Number of External Directors Designated as Independent Directors	2

External Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*1)										
		a	b	c	d	e	f	g	h	i	j	k
Kazuhito Osugi	From Other Company								△			

Corporate Governance Report

Keiko Unotoro	From Other Company																		
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※1 Categories for “Relationship with the Company”

- a. Executive of the Company or its subsidiary
- b. Non-executive Director or executive of a parent company of the Company
- c. Executive of a fellow subsidiary company of the Company
- d. A party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the Company or an executive thereof
- f. Consultant, accountant, or legal professional who receives a large amount of monetary consideration or other property from the Company other than compensation as a Director/Audit & Supervisory Board Member
- g. Major shareholder of the Company (or an executive of said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the Director himself/herself only)
- i. Executive of a company with which the Company’s External Directors/Audit & Supervisory Board Members are mutually appointed (the Director himself/herself only)
- j. Executive of a company or an organization that receives a donation from the Company (the Director himself/herself only)
- k. Others

External Directors’ Relationship with the Company (2)

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Kazuhito Osugi	○	The Company has executed the advisory agreement for the purpose of the Company’s sales support to financial institutions. In connection with his appointment as a director of the Company, the advisory agreement was terminated in August 2018.	The Company expected to utilize the deep knowledge of the economy, finance, and business revitalization accumulated through his career in key positions at the Bank of Japan and the IRCJ to strengthen the supervisory functions of the Board of Directors. He meets the requirements of the independent director conditions by the Tokyo Stock Exchange. He is designated as an independent director because the Company determines that there is no risk of conflicts of interest with general shareholders.

Corporate Governance Report

Keiko Unotoro	○	—	<p>The Company expected to utilize the deep knowledge of economic law, competition policy and corporate compliance accumulated through her career in key positions at the Fair-Trade Commission to strengthen the supervisory function of the Board of Directors.</p> <p>She meets the requirements of the independent director conditions by the Tokyo Stock Exchange. She is designated as an independent director because the Company determines that there is no risk of conflicts of interest with general shareholders.</p>
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[Voluntary committees]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established
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Committee's Name, Composition, and Attributes of Chairperson

Voluntary committee equivalent to the nominating committee

Committee's Name			Nomination and Remuneration Advisory Committee			
All Committee Members	Full-time Members	Directors	External Directors	External Experts	Other	Chairperson
6	0	2	2	0	2	External Director

Voluntary committee equivalent to the remuneration committee

Committee's Name			Nomination and Remuneration Advisory Committee			
All Committee Members	Full-time Members	Directors	External Directors	External Experts	Other	Chairperson
6	0	2	2	0	2	External

						Director
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Supplementary Explanation

• Nomination and Remuneration Advisory Committee

1.Purpose of establishment

The purpose is to secure opportunities to involve the independent directors and Audit & Supervisory Board Members in decision-making regarding the nomination and remuneration of directors or Audit & Supervisory Board, and to improve the fairness, objectivity and transparency of the decision-making process on the board of directors meeting.

2.Role

(1) Deliberate and report to the Board of Directors on matters related to the nomination.

(2) Deliberate and report to the Board of Directors on matters related to the remuneration.

3.Composition

The Nomination and Remuneration Advisory Committee is composed of 2 representative directors and 4 independent directors. The Chairman is selected from independent external directors by resolution of the Committee.

The attributes of other 2 members are independent external Audit & Supervisory Board Members.

[Audit & Supervisory Board Members]

Establishment of Audit & Supervisory Board	Established
Maximum Number of Audit & Supervisory Board Members Stipulated in Articles of Incorporation	4
Number of Audit & Supervisory Board Members	3

Coordination Among Audit & Supervisory Board Members, Accounting Auditors, and Internal Audit Division

The internal auditors and the Audit & Supervisory Board Members exchange information on a daily basis. In addition, the internal auditors and the Audit & Supervisory Board Member exchange information with the accounting auditors closely as necessary.

Appointment of External Audit & Supervisory Board Members	Appointed
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Corporate Governance Report

Number of External Audit & Supervisory Board Members	3
Number of External Audit & Supervisory Board Members Designated as Independent Audit & Supervisory Board Members	3

External Audit & Supervisory Board Members' Relationship with the Company (1)

Name	Attribute	Relationship with the Company (*1)												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Takeshi Umemoto	Other company													
Kazuhiko Shimokobe	Legal Counsel													
Nobumichi Hattori	Professor													

※1 Categories for “Relationship with the Company”:

- a. Executive of the Company or its subsidiary
- b. Non-executive Director or accounting advisor of the Company or its subsidiaries
- c. Non-executive Director or executive of a parent company of the Company
- d. Audit & Supervisory Board Member of a parent company of the Company
- e. Executive of a fellow subsidiary company of the Company
- f. A party whose major client or supplier is the Company or an executive thereof
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant, or legal professional who receives a large amount of monetary consideration or other property from the Company other than compensation as an Audit & Supervisory Board Member
- i. Major shareholder of the Company (or an executive of said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier company of the Company (which does not correspond to any of f, g, or h) (the Audit & Supervisory Board Member himself/herself only)
- k. Executive of a company with which the Company's External Directors/Audit & Supervisory Board Members are mutually appointed (the Audit & Supervisory Board Member himself/herself only)
- l. Executive of a company or an organization that receives a donation from the Company (the Audit & Supervisory Board Member himself/herself only)
- m. Others

External Audit & Supervisory Board Members' Relationship with the Company (2)

Name	Designation	Supplementary	Reasons for Appointment
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	as Independent Director	Explanation of the Relationship	
Takeshi Umemoto	○	—	<p>The Company expected to utilize the experience in auditing at financial institutions to provide advices on the execution of the Company's directors.</p> <p>He meets the requirements of the independent director conditions by the Tokyo Stock Exchange. He is designated as an independent Audit & Supervisory Board Member because the Company determines that there is no risk of conflicts of interest with general shareholders.</p>
Kazuhiko Shimokobe	○	—	<p>The Company expected to utilize the experience in number of corporate revitalization cases as an attorney to provide advices and monitor the management as an external Audit & Supervisory Board Member.</p> <p>He meets the requirements of the independent director conditions by the Tokyo Stock Exchange. He is designated as an independent Audit & Supervisory Board Member because the Company determines that there is no risk of conflicts of interest with general shareholders.</p>
Nobumichi Hattori	○	—	<p>The Company expected to utilize the experience at a major U.S. investment bank and a professor regarding the business management to provide advices and monitor the management as an external Audit & Supervisory Board Member.</p> <p>He meets the requirements of the independent director conditions by the Tokyo Stock Exchange. He is designated as an independent Audit & Supervisory Board Member because</p>

		the Company determines that there is no risk of conflicts of interest with general shareholders.
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[Independent Directors/Audit & Supervisory Board Members]

Number of Independent Directors/Audit & Supervisory Board Members	5
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Matters Relating to Independent Directors/Audit & Supervisory Board Members

All external directors and external Audit & Supervisory Board Members who qualify as independent directors and Audit & Supervisory Board Members are appointed as independent directors and Audit & Supervisory Board Members.
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[Incentives]

Incentive Policies	Performance-based remuneration plan Stock option plan
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Supplementary Explanation

<p>1. The Company has introduced a restricted stock compensation plan as a performance-based compensation plan for directors (excluding external directors, hereinafter the "Eligible Directors"). The plan is consisting of cash bonus and stock-based compensation A as single-year performance-based compensation, and stock-based compensation B as medium-to long-term performance-based compensation.</p> <p>(1) Single-fiscal-year performance-based compensation (cash bonus and stock-based compensation A) Single-fiscal-year performance-based compensation (cash bonus and stock-based compensation A) is linked to consolidated results for a single fiscal year and the amount of compensation is determined based on the Company's performance results and the like for a single year, and the determined amount of compensation will be paid to the Eligible Directors in the form of cash bonuses and restricted stock (stock-based compensation A) after confirmation of the results of each fiscal year.</p> <p>The structure ratio of single-fiscal-year performance-based compensation for each Eligible Director is composed of a cash bonus, representing two-thirds of such compensation, and stock-based compensation A, representing one-third of such compensation.</p> <p>Percentage of each eligible director's single-year performance-based compensation is 2/3 for cash bonuses and 1/3 for stock-based compensation A. With respect to indicators for consolidated results, consolidated operating income and the like are used as basic indicators, and the paid amount of single-fiscal-year performance-based compensation for each Eligible Director will be determined in light of the degree of contribution to performance, the maximum amount of compensation for the Eligible Directors, and the like.</p>
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(2) Medium-to long-term performance-based compensation (stock-based compensation B)

Medium- to long-term performance-based compensation (stock-based compensation B) is linked to the level of achievement of the management target for the medium-term management plan, the degree of enhancement of corporate value, and the like, and restricted stock (stock-based compensation B) will be paid to the Eligible Directors based on the compensation base amount in accordance with their position at the beginning of each fiscal year. In principle, after the end of the period falling under the medium-term management plan, the number of shares with respect to which the Transfer Restriction is removed will be determined, regarding the shares granted during such period, in accordance with the level of achievement of the management target for the medium-term management plan, the degree of enhancement of corporate value, and the like.

The indicators of management targets for the medium-term management plan during the period from 2021 to 2023 include the level of achievement of growth rate of consolidated net sales, consolidated operating income margin and consolidated ROE and the like. If a new medium-term management plan is formulated in the future, such indicators of management targets may be changed by a resolution of the Board of Directors.

2. The Company granted stock options to directors for motivation of directors to contribute to the medium-to long-term business performance and the enhancement of corporate value in 2018.

The number of stock options is determined after comprehensively considering the degree of contribution to each individual's performance and expectations for the future.

All of the 3 board of directors exercised the rights to acquire the common stock.

Recipients of Stock Options	Internal directors and employees
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Supplementary Explanation

Stock option for internal directors is described above.

Stock option for employees was granted in 2018 to enhance employees' sense of belonging to the Company, promote operations with an awareness of increasing shareholder value, and provide incentives for the future contributions of all employees.

[Remuneration for Directors]

Disclosure of Individual Directors' Remuneration	No individual disclosure
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Supplementary Explanation

No individual remuneration is disclosed because there are no persons whose total remuneration is more than JPY100 Mil. Remuneration for directors and Audit & Supervisory Board Members is disclosed in the aggregate amount.

Policy on Determining Remuneration Amounts	Established
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and Calculation Methods

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

1. Outline

(1) Basic view

To provide compensation that enables the Company to appoint as Directors excellent human resources who practice the corporate mission and contribute to the achievement of short-term performance targets, achievement of medium- to long-term performance targets, and continuous enhancement of corporate value.

The Company creates a compensation system that is highly transparent, fair, and reasonable to ensure accountability to our stakeholders.

(2) Remuneration structure

Compensation for Directors (excluding External Directors) is comprised of basic compensation, which is fixed compensation, and single-fiscal-year performance-based compensation and medium- to long-term performance-based compensation, which vary depending on performance, while balancing the elements listed in the above basic policy.

Compensation for External Directors is comprised of only basic compensation, from the perspective of their role and independence.

The compensation composition ratio of each performance-based compensation to basic compensation for Directors (excluding External Directors) is determined in accordance with the category of the Directors.

(3) Basic remuneration

Basic compensation, which is fixed compensation, are paid monthly to Directors.

The amount of basic compensation for Directors (excluding External Directors) will be determined by taking into account the work duties they are in charge of, scope of responsibility, years of service, degree of contribution to short-term and medium- to long-term performance, degree of contribution to enhancement of corporate value, and the like, as well as taking into consideration the level of other companies in the same industry. The amount of basic compensation for External Directors will be determined by taking into consideration the work responsibilities and the level of other companies.

(4) Single-year performance-based remuneration and medium-to long-term performance-based remuneration

Please refer to the "Supplemental Explanation" of the above.

(5) Remuneration governance

Compensation for Directors (basic compensation, single-fiscal-year performance-based compensation, and medium- to long-term performance-based compensation) will be determined by a resolution of the Board of Directors in light of voluntary deliberations and reports by the Nomination and Remuneration Advisory

Committee.

Clawback provisions are set out to the effect that if a certain event such as a material accounting fraud, huge amount of loss, or the like occurs, all or part of the stock-based compensation A and stock-based compensation B that have already been paid will be returned without any consideration in accordance with each Director's liability.

2. Remuneration for Directors

(1) Cash remuneration is determined within the range of the annual remuneration limit of JPY400,000,000 based on the resolution of the extraordinary general meeting of shareholders held on March 24, 2022 (of which JPY25 Mil for external directors).

Cash remuneration is composed of the base remuneration and cash bonuses out of single-year performance-based remuneration.

(2) Restricted stock remuneration is granted to directors (excluding external directors) as stock-based remuneration A of single-year performance-based remuneration and stock-based remuneration B of medium-to long-term performance-based remuneration. This is to issue or dispose of shares of common stock of the Company to the Eligible Directors without requiring payment of money or tender of property contributed to kind in each fiscal year in principle, and allow them to hold such shares.

The Company executes a restricted stock allotment agreement (hereafter the "Allotment Agreement") with the Eligible Directors. During a certain period set out in the Allotment Agreement (hereafter the "Transfer Restriction Period"), the Eligible Directors may not freely transfer, create a security interest on, or otherwise dispose of (hereafter the "Transfer") shares delivered pursuant to the Allotment Agreement (hereafter the "Allocated Shares") (this restriction on Transfer is hereinafter referred to as the "Transfer Restriction").

① Timing of payment and method of calculating the number of shares to be paid

For share-based compensation A, the amount of compensation will be determined based on the Company's single-fiscal-year performance results and the like and a part of the determined amount of such compensation will be paid in the form of restricted stock to the Eligible Directors after the results of each fiscal year are confirmed.

For stock-based compensation B, restricted stock will be allocated to the Eligible Directors at the beginning of each fiscal year based on the base amount of compensation for each position.

② Amount of compensation and maximum number of shares

For stock-based compensation A, the maximum amount of stock-based compensation shall be no more than JPY100,000,000 per annum, and the maximum number of the Allocated Shares shall be no more than 40,000 shares per annum.

For stock-based compensation B, the maximum amount of stock-based compensation shall be no more than 50,000,000 yen per annum, and the maximum number of the Allocated Shares shall be no more than 20,000 shares per annum.

Provided that, if the Company conducts a share split or consolidation of shares of its common stock, or in any other cases in which an adjustment of the total number of shares to be allocated is required in the similar manner as such share split or consolidation of shares, the total number of shares to be allocated will be reasonably adjusted.

③Transfer Restriction Period

For both stock-based compensation, the Transfer Restriction Period will be set for three years from the date when the Allocated Shares are granted to the Eligible Directors and the Eligible Directors shall not Transfer such shares during such period.

④Others

Other terms and detail are described in the "Notice Regarding Revision of Director Compensation Plan and Introduction of a Restricted Stock Compensation Plan," disclosed on February 9, 2021, or in the convocation notice for 14th General Meeting of Shareholders.

[Support System for External Directors and/or Audit & Supervisory Board Members]

Support for external directors is provided by the responsible division for the Board of Directors (Company Administration Division), while support for external Audit & Supervisory Board Members is provided by the responsible division for the Audit & Supervisory Board (Company Administration Division).

In addition, materials related to the Board of Directors meetings are sent in advance to ensure sufficient time for deliberation on agenda items, through the telephone or E-mail as appropriate.

2. Functions of Business Execution, Auditing, Oversight, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

a. Board of Directors meeting

Board of Directors is composed of 5 directors, 2 of whom are external directors. The Board of Directors has the authority to decide the execution of the business and to supervise the execution of director duties.

The Board of Directors meeting is held once a month and extraordinary meeting is held as necessary. In the fiscal year ending December 2021, 14 meetings were held. Directors, Shoichiro Onishi, Masahiro Matsuoka, Yoshiaki Takahashi, and Kazuhito Osugi, Audit & Supervisory Board Members Takeshi Umemoto and Kazuhiko Shimokobe attended all 14 times. Director, and Audit & Supervisory Board Member Nobumichi Hattori attended 13 times. Director Eiko Udoro attended all 10 meetings of the Board of Directors held subsequent to our appointment as a director.

b. The Audit & Supervisory Board meeting

The Audit & Supervisory Board is composed of 3 Audit & Supervisory Board Members (all of whom are external members). The Audit & Supervisory Board monitors the state of corporate governance and its operation, and conducts audits of day-to-day activities, including the execution of duties by directors. Audit & Supervisory Board Members are composed such as the experts with experience in auditing operations, lawyers, and professor with business experience at financial institutions, and use their respective knowledge to conduct management oversight.

The Audit & Supervisory Board meeting is held once a month and extraordinary meeting is held as necessary. In the fiscal year ending December 2021, 13 meetings were held, Audit & Supervisory Board Members Takeshi Umemoto and Kazuhiko Shimokobe attended all 13 times. Director, and Audit & Supervisory Board Member Nobumichi Hattori attended 12 times.

Audit & Supervisory Board Members exercise legal rights, such as receiving reports from the attendees of shareholders' meetings or the Board of Directors meeting, directors, executive officers, employees, and accounting auditors, as well as express their opinions to these persons when necessary.

Full-time Audit & Supervisory Board Member attends important meetings, such as the Management Committee and the Executive Committee, and audits jointly with the Internal Audit Office to ensure effective monitoring.

c. Accounting Auditor

The Company has adopted the form of a company with accounting auditor. For selecting an accounting auditor, the Audit & Supervisory Board nominates candidates and proposes at the General Meeting of Shareholders, considering the auditing performance and other factors. The Company's independent auditors is KPMG AZSA LLC. The names of the certified public accountants who executed their businesses are as follows:

Masaki Sugiyama, Executive Officer of Designated Limited Liability Partner, Hideki Kawamura, Executive Officer of Designated Limited Liability Partner, 3 certified public accountants for assistant and 3 others.

d. Executive Officer System

The 2 Co-Presidents have been selected and the executive officer system has been adopted under these Co-Presidents.

The 2 Co-Presidents have the check system each other, order executive officers, and oversee the company-wide operations. In addition, Shoichiro Onishi has expertise especially in the management of general meetings of shareholders and the board of directors based on the experience and knowledge of the law as an attorney. Masahiro Matsuoka has expertise especially in investor relations based on the experience as an analyst at securities companies.

The executive officer system has been introduced to strengthen, streamline and speed up the business execution function in management. The Company has also established the Management Committee and the Executive

Committee as preliminary advisory bodies to the Board of Directors.

The Management Committee is composed of the Co-Presidents, full-time directors, president executive officer, vice president executive officer, senior managing executive officer, managing executive officers, executive officers, and full-time Audit & Supervisory Board members. In principle, the Management Committee is held once a month. In addition, extraordinary meeting is held as necessary to share information and discuss matters related to business execution.

The Executive Committee is composed of the Co-Presidents, full-time directors, president executive officer, vice president executive officer, senior managing executive officers, managing executive officers and full-time Audit & Supervisory Board Members. The meeting is held for matters that require swiftness or confidentiality, such as important personnel and business alliances with other companies.

e. Approval authority

The approval is clarified at the authority regulation. Important decisions are approved at the Board of Directors meeting after consulting at the Management Committee or the Executive Committee.

f. Contents of the limited liability agreement

The Company, each director (excluding managing director) and each Audit & Supervisory Board member has executed an agreement to limit the liability for damages as stipulated in Paragraph 1 of Article 423 of the Company Act in accordance with the provisions of Paragraph 1 of Article 427 of the same Act. The maximum amount of liability for damages under the applicable agreement shall be the minimum amount of liability stipulated by law.

3. Reasons for Adoption of Current Corporate Governance System

The Company has adopted the form of a company with Audit & Supervisory Board, taking into the nature of the business and the scale of our operations.

The Company has established the Nomination and Remuneration Advisory Committee, which are voluntary bodies composed of 2 Co-President and 4 independent directors. Through these efforts, the Company is implementing adequate management oversight and appropriate business management.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize the General Meetings of Shareholders and Smooth Exercise of Voting Rights

Supplementary Explanations	
Early Notification of General Meeting of	In order to ensure that shareholders have sufficient time to review the agenda items, the Company send out convocation notices earlier than 2 weeks prior to the date of the meeting. The convocation notice was posted on our website approximately 1 week

Corporate Governance Report

Shareholders	before the sending.
Scheduling General Meetings of Shareholders Avoiding the Peak Day	The Company intends to avoid days on which other companies' general meetings of shareholders are expected to be concentrated and strive to set a day that is easy for many shareholders to attend.
Allowing Electronic Exercise of Voting Rights	Since the 14th Ordinary General Meeting of Shareholders (held on March 25, 2021), the Company has adopted the exercise of voting rights by electronic means (through Internet).
Provide of convocation notices (summaries) in English	Since our 15th Ordinary General Meeting of Shareholders (held on March 24, 2022), the Company have been providing the convocation notices (full text) in English on our website.

2. IR Activities

	Supplementary Explanations	Presentation by the Group CEO and President
Preparation and Publication of Disclosure Policy	Please refer to the website.	
Regular Investor Briefings for Individual Investors	The meeting is held as necessary.	Yes
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds quarterly briefings for analysts and institutional investors. The Company also holds individual meeting for institutional investors.	Yes
Posting of IR Materials on Website	The Company has established IR website on the website, which contains various IR materials (e.g., financial results, timely disclosure materials, securities reports, quarterly reports, company briefing materials, corporate governance status, convocation notices for general shareholders' meetings).	
Establishment of Department and/or	IR representative is in the Company Strategy Division.	

Manager in Charge of IR		
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3. Measures to Ensure Due Respect for Stakeholders

Supplementary Explanations	
Stipulation of Internal Rules for Respecting the Position of Stakeholders	Management Philosophy states the social contribution, and Code of Conduct states the sustainable society contribution.

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development

<p>The following revisions were made at the meeting of the Board of Directors held on February 10, 2022 to embody our management philosophy of "contributing to the interests of clients, contributing to the interests of stakeholders, and contributing to society."</p> <p>1. Structure to ensure that the execution of duties by directors and hired experts is in keeping with corporate law and the articles of incorporation</p> <p>(1) Recognizing that thorough compliance is indispensable to ensuring the company's survival and sustainable growth, the Company will thoroughly disseminate compliance to all directors and employees, and conduct training on compliance to all directors and employees.</p> <p>(2) In order to confirm that the execution of duties by directors and employees is conducted appropriately without violating laws, regulations, the Articles of Incorporation, and internal regulations, the Audit & Supervisory Board Members shall conduct audits and the Internal Audit Office shall conduct internal audits.</p> <p>(3) Establish a system for reporting violations of laws and regulations by establishing compliance rules and internal reporting rules, and promptly recognize and respond to such violations.</p> <p>2. Structure and System to Maintain and Manage Information Relating to Directors in the Execution of their Duties</p> <p>(1) Documents (including electromagnetic records) pertaining to the execution of the duties of directors shall be stored and managed in accordance with laws and regulations, the articles of incorporation, the document control rules, and other relevant regulations.</p> <p>(2) At the request of directors and auditors, these documents (including electromagnetic records) shall be made available for perusal at all times.</p>
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3. Systems for managing risks of loss including the relevant internal regulations

(1) The Chief Risk Management Officer shall be the representative director, and the Risk Management Rules shall be established to establish necessary matters for risk management across the organization, and a risk management system shall be established based on these rules.

(2) Efforts shall be made to identify emergencies promptly and appropriately and minimize losses by establishing crisis management rules and establishing a system of reporting and command and communications in the event of an emergency.

4. System for ensuring efficient execution of Directors' duties

(1) In principle, the Board of Directors meets once a month on a regular basis and extraordinary meetings are held as necessary to make decisions on important matters stipulated in the rules of the Board of Directors and to supervise the execution of duties by directors.

(2) Matters submitted to the Board of Directors shall be subject to consultation by the voluntary Nomination and Compensation Advisory Committee, the Executive Committee or the Management Committee.

5. System to ensure the appropriateness of operations in the corporate group consisting of the Company and its subsidiaries

(1) In order to ensure the appropriateness of operations as a corporate group consisting of the Company and its subsidiaries, the Company shall establish subsidiary management rules and implement management of subsidiaries in accordance with these rules.

(2) Consult with directors of subsidiaries on a daily basis to discuss management as a corporate group, and confirm that subsidiaries are properly operated in accordance with the Company's management policies.

6. Matters Concerning Requests by Corporate Auditors to Appoint Support Staff

When corporate auditors require employees to assist in their duties, the directors and corporate auditors exchange opinions and decide.

7. Independence from the directors of the staff described in the above item

In the event an employee set forth in the preceding item is appointed, such employee shall comply with the instructions and orders of the auditors without being under the chain of command for the execution of business, and the opinions of the board of auditors shall be respected with regard to the transfer of such employee, personnel evaluation, disciplinary action, etc.

8. Matters concerning the assurance of the effectiveness of the instructions given by the auditors to the employees stipulated in Item (6)

In the event that the Company appoints an employee as set forth in Item 6, the Full-time Corporate Auditor shall hold a regular meeting with such employee to confirm the status of the performance of duties by such employee.

9. System for reporting by the directors or employees to the auditors, as well as other systems for reporting to the auditors

(1) Directors and employees shall report on their business at the request of the auditors.

(2) Full-time Audit & Supervisory Board Members attend meetings of the Board of Directors and other important meetings and receive reports on important matters from Directors and employees.

10. System to ensure that the person who has made the report set forth in the preceding item shall not be subjected to adverse treatment on the grounds that he/she has made the report.

The Regulations Governing Internal Reporting provide that no disadvantageous treatment shall be imposed on the basis of a report, and shall be operated in accordance with said Regulations.

11. Matters concerning procedures for advance payment or reimbursement of expenses arising from the execution of duties by company auditors and other policies for the disposal of expenses or obligations arising from the execution of duties

(1) The Supervisory Board ensures the budget necessary to implement the audit plan approved by the Supervisory Board.

(2) In the event a company auditor makes a request for expenses in connection with the execution of his/her duties, we shall promptly pay such expenses unless otherwise deemed unnecessary by the company auditor for the execution of his/her duties.

(3) The control and execution of expenses relating to the execution of duties by the auditors shall be carried out by the employees who shall assist the duties of the auditors and auditors.

12. Other systems to ensure effective audits by Corporate Auditors

(1) The Audit & Supervisory Board shall establish the Audit & Supervisory Board Regulations and Audit & Supervisory Board Standards, prepare the Audit Plan, explain the content at the Board of Directors meetings, and obtain the understanding and cooperation regarding the implementation of audits.

(2) Audit & Supervisory Board Members exchange opinions with the Representative Directors through regular meetings.

(3) Auditors shall attend internal audits by internal auditors and ensure the effectiveness of audits by exchanging opinions with internal auditors and in close cooperation with related departments.

13. System to Ensure Appropriateness of Financial Reporting

Directors and employees shall ensure the appropriateness of financial reporting through business execution in

compliance with the Basic Policy for the Development, Operation, and Evaluation of Internal Control over Financial Reporting.

14. Basic Approach and Systems to Exclude Anti-Social Forces

The Company will confront antisocial forces with a firm stance and blocking any relationship with antisocial forces. In addition, in order to blocking relationships with antisocial forces, the Company will establish compliance rules and other internal regulations and ensure a system to blocking relationships with antisocial forces.

2. Basic Views on Eliminating Anti-Social Forces

The Company respects “Guideline for How Companies Prevent Damage from Anti-Social Forces” (agreed upon at a meeting on June 19, 2007 of cabinet ministers responsible for anti-crime measures), and has established and implemented systems in accordance with these guidelines. The Company’s policies and standards are stipulated in the “Basic Policy on Internal Control Systems”, and the contents are thorough at major meetings.

The department in charge of operations related to the elimination of anti-social forces is Company Administration Division. The Company has prepared “Detailed Rules on Response to Anti-social Forces”, “Anti-social Forces Survey Manual”, and “Manual for Response to Unfair Demands” as practical rules.

In addition, in contracts with business partners, the Company has established provisions to eliminate anti-social forces and ensured that these provisions are thoroughly implemented.

The Company consults with external organizations such as police and the Crisis Elimination Promotion Center as necessary.

Corporate Governance Report

V. Others

1. Adoption of Anti-Takeover Measures

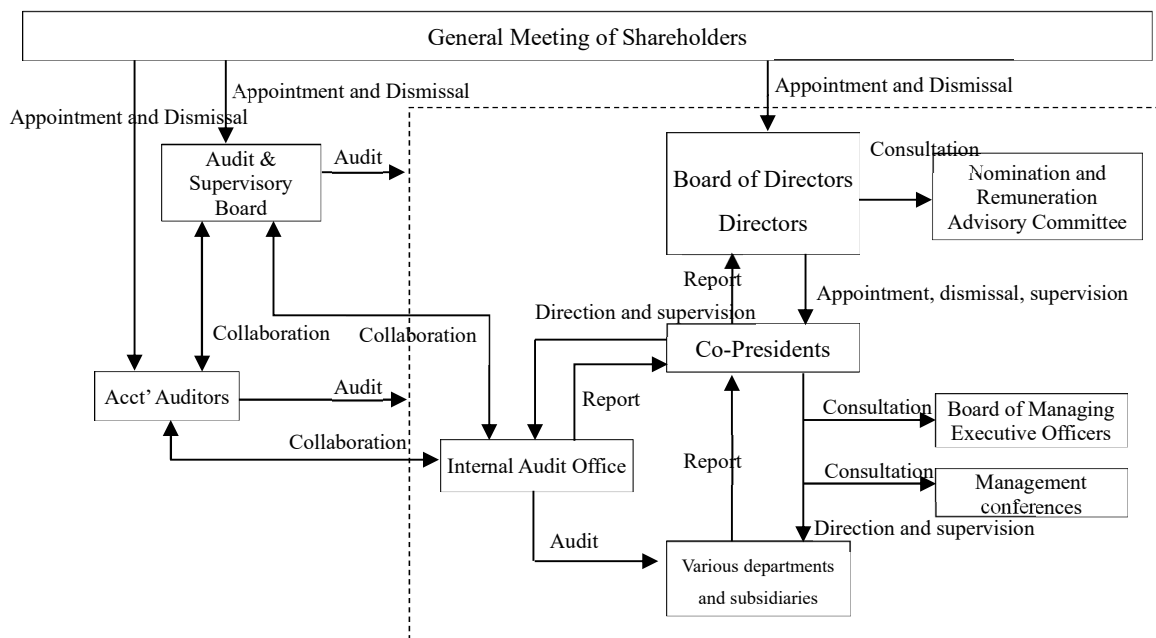
Adoption of Anti-Takeover Measures	Not Adopted
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Supplementary Explanation

2. Other Matters Concerning to Corporate Governance System

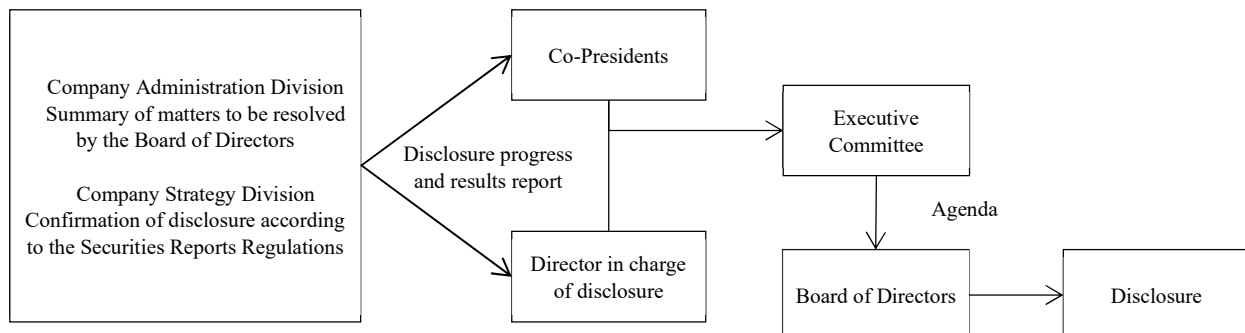
The diagram of the Company's corporate governance system and timely disclosure procedures is as reference materials.

[Diagram (reference)]



[Summary of Timely Disclosure Diagram]

<Information on Determination Facts and Financial Reports>



<Emergency Events>

